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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PURDUE PHARMA L.P., et al.,

Debtors.¹

Chapter 11

Case No. 19-23649 (SHL)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION UNDER 28 U.S.C. § 1746
REGARDING MOTION OF DEBTORS FOR ENTRY OF ORDERS (I)(A) APPROVING
BIDDING PROCEDURES FOR SALE OF DEBTORS' AVRIO ASSETS,
(B) APPROVING THE DESIGNATION OF ATLANTIS CONSUMER HEALTHCARE
INC., A WHOLLY OWNED SUBSIDIARY OF ARCADIA CONSUMER HEALTHCARE
INC., AS THE STALKING HORSE BIDDER FOR THE AVRIO ASSETS,
(C) AUTHORIZING AND APPROVING ENTRY INTO THE STALKING HORSE
ASSET PURCHASE AGREEMENT, (D) APPROVING BID PROTECTIONS,
(E) SCHEDULING AUCTION FOR, AND HEARING TO APPROVE, SALE OF
DEBTORS' AVRIO ASSETS, (F) APPROVING FORM AND MANNER OF NOTICES
OF SALE, AUCTION, AND SALE HEARING, (G) APPROVING ASSUMPTION AND
ASSIGNMENT PROCEDURES, AND (H) GRANTING RELATED RELIEF AND**

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

(II)(A) APPROVING SALE OF DEBTORS' AVRIO ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES, (B) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (C) GRANTING RELATED RELIEF

Pursuant to 28 U.S.C. § 1746, Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), and in accordance with this Court’s case management procedures set forth in the *Second Amended Order Establishing Certain Notice, Case Management, and Administrative Procedures*, entered on November 18, 2019 [ECF No. 498] (the “**Case Management Order**”), the undersigned hereby certifies as follows:

1. On April 4, 2023, the Debtors filed the *Motion of Debtors for Entry of Orders (I)(a) Approving Bidding Procedures for Sale of Debtors’ Avrio Assets, (b) Approving the Designation of Atlantis Consumer Healthcare Inc., a Wholly-Owned Subsidiary of Arcadia Consumer Healthcare Inc., as the Stalking Horse Bidder for the Avrio Assets, (c) Authorizing and Approving Entry into the Stalking Horse Asset Purchase Agreement, (d) Approving Bid Protections, (e) Scheduling Auction for, and Hearing To Approve, Sale of Debtors’ Avrio Assets, (f) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (g) Approving Assumption and Assignment Procedures, and (h) Granting Related Relief and (II)(a) Approving Sale of Debtors’ Avrio Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (b) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (c) Granting Related Relief* [ECF No. 5533] (the “**Bidding Procedures Motion**”).² In accordance with the Case Management Order, responses or objections to entry of the proposed Bidding Procedures Order were due no later than April 18,

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Motion.

2023, at 4:00 p.m. (prevailing Eastern Time) (the “**Objection Deadline**”). The Case Management Order and Local Rule 9075-2 provide that pleadings may be granted without a hearing if (a) no objections or other responsive pleadings have been filed on or before the applicable objection deadline and (b) the attorney for the entity that filed the pleading complies with the relevant procedural and notice requirements.

2. As of the filing of this certificate, more than forty-eight (48) hours have elapsed since the Objection Deadline and, to the best of my knowledge, no objections to entry of the proposed Bidding Procedures Order have been (a) filed with the Court on the docket of the above-captioned chapter 11 cases or (b) served on the Debtors or their counsel.

3. The Debtors received informal comments with respect to the Bidding Procedures from the Official Committee of Unsecured Creditors. These comments, together with conforming changes to the proposed Bidding Procedures Order, are reflected in a revised proposed *Order (I)(a) Approving Bidding Procedures for Sale of Debtors’ Avrio Assets, (b) Approving the Designation of Atlantis Consumer Healthcare Inc., a Wholly-Owned Subsidiary of Arcadia Consumer Healthcare Inc., as the Stalking Horse Bidder for the Avrio Assets, (c) Authorizing and Approving Entry into the Stalking Horse Asset Purchase Agreement, (d) Approving Bid Protections, (e) Scheduling Auction for, and Hearing To Approve, Sale of Debtors’ Avrio Assets, (f) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (g) Approving Assumption and Assignment Procedures, and (h) Granting Related Relief* attached hereto as **Exhibit A** (the “**Revised Bidding Procedures Order**”). A comparison between the Revised Bidding Procedures Order and the proposed order that was filed with the Bidding Procedures Motion is attached hereto as **Exhibit B**.

I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: April 21, 2023
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ Eli J. Vonnegut
Eli J. Vonnegut

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